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FINANCIAL

FORM D

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR	Expires: April 30, 2008 Estimated average burden hours per response			
UNIFORM LIMITED OFFERING EXEMPTION	DATE RECEIVED			
Name of Offering (□ check if this is an amendment and name has changed, and indicate change.) Series C-1 Convertible Preferred Stock		RECEIVED		
Type of Filing: □ New Filing ■ Amendment	ion 4(6) □ ULOE	OCT 0 3 2005		
A. BASIC IDENTIFICATION DA	ATA			
1. Enter the information requested about the issuer		185/49		
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Surface Logix, Inc.				
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including	Area Code)		
50 Soldiers Field Place, Brighton, MA 02135	617-746-8500			
Address of Principal Business Operations (if (Number and Street, City, State, Zip Code) different from Executive Offices)	Telephone Number (Including	Area Code)		
Brief Description of Business:	· .			
To develop and integrate proprietary surface chemistry, functionalized biosurfaces and microfa	bricated devices to streamline dru	g discovery and development.		
Type of Business Organization		DD 0 0		
■ corporation ☐ limited partnership, already formed	□ other (please specify):	PROCESSED		
□ business trust □ limited partnership, to be formed Month Year				
Actual or Estimated Date of Incorporation or Organization 04 99 • Actual Estima	ted	OCT 0 5 2005 Z		

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GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

CN for Canada; FN for other foreign jurisdiction)

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA						
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 						
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	E i iomotoi	- Deliciticial Owner	B Daceaute Officer	L Director	E conclus and of Managing Father	
Debents Commished S						
Roberts, Carmichael S. Business or Residence Address	(Number and S	Street, City, State, Zip Co	ode)			
	,		,			
c/o Surface Logix, Inc., 50 Soldiers Field Check Box(es) that Apply:	Place, Brighte ☐ Promoter	n, MA 02135 ☐ Beneficial Owner	■ Executive Officer	■ Director	Consultation Managina Danas	
Full Name (Last name first, if individual)	Li Piomotei	□ Beneficial Owner	Executive Officer	- Director	☐ General and/or Managing Partner	
, , , , , , , , , , , , , , , , , , ,						
Mahoney, James E. Business or Residence Address	(Number and S	Street, City, State, Zip Co	nde)			
Dustiness of Residence Address	(i vaimbei and i	ouce, eny, oute, zip ex	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			
c/o Surface Logix, Inc., 50 Soldiers Field Check Box(es) that Apply:						
Full Name (Last name first, if individual)	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
i iii Name (East name mot, ii morvidua)						
Roberts, Bryan	()) 1 10		1.\			
Business or Residence Address	(Number and S	treet, City, State, Zip Co	de)			
c/o Surface Logix, Inc., 50 Soldiers Field	l Place, Brighte	on, MA 02135	_			
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Whitesides, George M.						
Business or Residence Address	(Number and S	treet, City, State, Zip Co	de)			
c/o Surface Logix, Inc., 50 Soldiers Field	l Place, Brighto	on, MA 02135				
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)			<u>.</u>			
Deutch, John						
Business or Residence Address	(Number and S	Street, City, State, Zip Co	ode)			
c/o Surface Logix, Inc., 50 Soldiers Field	l Place, Brighto	n MA 02135				
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)			-			
Nelsen, Robert T.						
Business or Residence Address	(Number and S	Street, City, State, Zip Co	ode)			
/ C						
c/o Surface Logix, Inc., 50 Soldiers Field Check Box(es) that Apply:	Promoter □	Beneficial Owner ■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	O I TOTHOGO	- Denencial Owner	L Executive Officer	- Director	Concrat and of Managing Lattice	
Tananbaum, James B. Business or Residence Address	(Number and	Street City State Zin C	ode)			
Business or Residence Address (Number and Street, City, State, Zip Code)						
c/o Surface Logix, Inc., 50 Soldiers Field						
Check Box(es) that Apply: Full Name (Last name first, if individual)	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
, as rame (Last name first, it mutvidual)						
Teachers Insurance and Annuity Association of America						
Business or Residence Address (Number and Street, City, State, Zip Code)						
730 Third Avenue, New York, NY 1001	7					

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

A. BASIC IDENTIFICATION DATA						
 2. Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 						
Check Box(es) that Apply:	□ Promoter	Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)			-			
Healthcare Focus Fund, L.P.						
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)			
c/o Arch Venture Fund V, L.P., 8725 W	. Higgins Road	, Suite 290,Chicago, IL (50631			
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Vennels Associates III I D						
Venrock Associates III, L.P. Business or Residence Address	(Number and S	treet, City, State, Zip Coo	ie)	····		
Dustiness of Residence Fluidess	(rvamber and b	trock, only, butter, Eap coo	,			
30 Rockefeller Plaza, New York, NY 10	112					
Check Box(es) that Apply:	□ Promoter	Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
CW Ventures III, L.P.						
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	le)			
1041 Third Avenue, New York, NY 100						
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Arch Venture Fund V, L.P.						
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			
8725 W. Higgins Road, Suite 290, Chica	go, IL 60631					
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
TIDM DONE A TOTAL OF THE STATE						
HBM BioVentures (Cayman) Ltd. Business or Residence Address	(Number and	Street, City, State, Zip Co	vle)	*		
Dustics of Residence Address	(14dilloci dild	onot, eny, state, zip et	,de,			
Unit 10 Eucalyptus Bldg., Crewe Road,	P. O. Box 3085	2 SMB, Grand Caymar	, Cayman Islands			
Check Box(es) that Apply:	□ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Saudi Venture Development Company						
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			
c/o Al Hejailan Projects Engineering, P.O. Box 9175, Sitteen Street and Jareer Street, Riyadh, 11413, Saudi Arabia						
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)				10.0.00		
Unilever Technology Ventures Fund B.V.						
Business or Residence Address (Number and Street, City, State, Zip Code)						
c/o Unilever N.V., Weena 455, 3013 AL Rotterdam, The Netherlands						

	B. INFORMATION ABOUT OFFERING							
		Yes	No					
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE.		=					
2.	What is the minimum investment that will be accepted from any individual?	\$	n/a					
2	Does the offering permit joint ownership of a single unit?	Yes	No					
3.		•						
4 .	4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.							
Full none	Name (Last name first, if individual)							
	iness or Residence Address (Number and Street, City, State, Zip Code)							
Nam	ne of Associated Broker or Dealer							
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers							
	(Check "All States" or check individual States)	All States						
_ [_ [AL] _ [AK] _ [AZ] _ [AR] _ [CA] _ [CO] _ [CT] _ [DE] _ [DC] _ [FL] _ [GA] IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]					
Full	name (Last name first, if individual)							
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)	· · · · · · · · · · · · · · · · · · ·						
Nam	ne of Associated Broker or Dealer							
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers	***						
	(Check "All States" or check individual States)	All States						
_ [MT] $[NE]$ $[NV]$ $[NH]$ $[NJ]$ $[NM]$ $[NY]$ $[NC]$ $[ND]$ $[OH]$ $[OK]$	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]					
Full	Name (Last name first, if individual)	•						
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)							
Nan	ne of Associated Broker or Dealer							
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers							
	(Check "All States" or check individual States)	All States						
_ [MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]					

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS $\,$

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box pand indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$	\$
	Equity	\$ <u>12,000,000.70</u>	\$ <u>12,000,000.70</u>
	□ Common ■ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	\$
	Other (Specify)	\$	\$
	Total	\$ <u>12,000,000.70</u>	\$ <u>12,000,000.70</u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	15	\$ <u>12,000,000.70</u>
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.	Type of Security	Dollar Amount Sold
	Type of offering	•	c
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		·
	Transfer Agent's Fees		\$
	Printing and Engraving Costs	o	\$
	Legal Fees	•	\$60,000
	Accounting Fees	٥	\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)		\$
	Total		\$60,000
		_	

5.	b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer."					\$ <u>11,940,000.70</u>	
				Payments to Officers, Directors, & Affiliates		Payments To Others	
	Salaries and fees			S	۵	\$	
	Purchase of real estate			5	Ö	5	
	Purchase, rental or leasing and installation of mac	chinery and equipment		S	0	s	
	Construction or leasing of plant buildings and fac-	ilities		\$	0	ss	
	Acquisition of other business (including the value that may be used in exchange for the assets or see merger)	curities of another issuer pursuant to a	a	5	ם	s	
	Repayment of indebtedness.		<u> </u>	\$	<u>.</u>	S	
	Working capital	111 (1779)-777-777-77		S	_ =	5_11,940,000,70	
	Other (specify):		_	S		\$	
	Column Totals			S	6	\$	
	Total Payments Listed (column totals added)					\$ <u>11,940,000.70</u>	
	Total Layer S Lated (continue to as miner)			5 11,940,000.70			
		D. FEDERAL SIGNAT	URE				
an u	issuer has duly caused this notice to be signed by t indertaking by the issuer to famish to the U.S. Secu- accredited investor pursuant to paragraph (b)(2) of	rities and Exchange Commission, upon					
lssu	er (Print or Type)	Signature		Dale			
	face Logix, Inc.	Wint E Hend	مناليون	September 27, 2005			
Nam	ne of Signer (Print or Type)	Title of Signer (Print or Type)					
w.	neton Wandawan	Vice President Coners Council					

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)